

## **DEFINITIONS AND INTERPRETATION**

### **1 Definitions**

**“Act”** shall mean Companies Act, 2013 and rules thereof;

**“Board”** shall mean the Board of Directors of the Company;

**“Committee”** shall mean the audit committee of the Board, in accordance with Section 177 of the Act and read with Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**“Company”** shall mean Lohia Corp Limited, together with its subsidiaries;

**“Employee”** shall mean all the present employees and Board of Directors of the Company (in any geographical location);

**“Disciplinary Action”** shall mean any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed by the Company, to be fit, considering the gravity of the matter;

**“Investigators”** shall mean those persons authorized, appointed, consulted or approached by the Whistle Officer and includes the auditors of the Company and the police.

**“Policy”** shall mean this Whistleblower Policy;

**“Protected Disclosure or Disclosure”** shall mean a concern raised by a written communication made in good faith that may be treated as an evidence of an unethical or improper activity. Disclosure should be factual and not be speculative in nature;

**“Subject”** shall mean a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy;

**“Whistle Officer”** shall mean an officer appointed by the Board/Audit Committee to receive Protected Disclosures from Whistleblower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistleblower the result thereof;

**“Whistleblower”** shall mean any individual who makes a Protected Disclosure or Disclosure under this Policy including but not limited to an employee whether currently or previously employed, whether on probation/notice period, contract employees, director and trainee, supplier/vendor of the Company, consultants, intermediaries, joint venture partners, lenders, customers, business associates, and others with whom the Company has any financial or commercial dealings and their dependents or spouses and may also be referred to in this Policy as the **“Complainant”**.

### **2 Interpretation**

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have

the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be. In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

## **INTRODUCTION**

### **3 Background**

The Company is committed to being open and transparent with its involved stakeholders and believes in disseminating information in a fair and timely manner.

Any actual or potential violations of Company's policies or applicable laws, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Accordingly, this Policy has been approved by the Committee of the Board of the Company as per the terms of the provisions of Section 177 of the Companies Act, 2013, Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 4(2)(d)(iv) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

### **4 Scope**

The Policy covers disclosures of any unethical, improper behaviour or malpractices and events, which have taken place or suspected to have taken place *inter-alia* involving breach of guidelines governing disclosure of unpublished price sensitive information and insider trading, etc., financial irregularities, including fraud or suspected fraud, forgery, falsification or alteration of documents, manipulation of Company's data and records, or any other deliberate violation of applicable laws/regulations, gross wastage/ misappropriation of Company's funds and/or assets and/or resources, negligence causing substantial and specific danger to public health and safety, any incidence of harassment of any employee of the Company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law, any other illegal, unethical or improper conduct, of any nature whatsoever.

### **5 Objectives**

The main purpose of this Policy is to articulate the Company's point of view on whistleblowing, the process, and the procedure to strengthen the whistleblowing mechanism in the Company. The objectives of this Policy are:

- a. to provide a platform and mechanism for the Employees to voice genuine concerns or grievances about unprofessional conduct without fear of retaliation.
- b. to provide an environment that promotes responsible and protected whistle blowing. It reminds Employees about their duty to report any suspected violation of Company's policies or applicable laws.
- c. to encourage timely, safe and open reporting of any suspected impropriety;
- d. to ensure consistent and timely institutional response.
- e. to ensure appropriate reporting of whistleblower investigations.
- f. to encourage ethical and lawful conduct.

- g. to provide adequate safeguards against victimization of persons.

## **PROCEDURE UNDER THE WHISTLEBLOWER POLICY**

### **6 Protected Disclosure**

- 6.1 A Protected Disclosure can include any concern about the Company, customers' or suppliers' work, values, people or policies and can be made by any Whistleblower who wishes to do so.
- 6.2 A Whistle Blower must disclose his/her identity which shall be protected under this Policy. However, if a Protected Disclosure is made anonymously, the same must provide as much detail as possible to facilitate the investigation.
- 6.3 Protected Disclosure is anything that you have reasonable grounds to suspect, in relation to the Company and amounts to:
- a. misconduct, or an improper state of affairs or circumstances;
  - b. conduct that constitutes a contravention of laws and is punishable by imprisonment; or
  - c. conduct that represents a danger to the public or the financial system.
- 6.4 Examples of Protected Disclosure include, but are not limited to:
- a. illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;
  - b. fraud, money laundering or misappropriation of funds;
  - c. offering or accepting a bribe;
  - d. financial irregularities;
  - e. instances of leak of Unpublished Price Sensitive Information.
- 6.4** Protected Disclosure should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

### **7 Mechanism for Making Protected Disclosures**

- 7.1 A Disclosure should be made in writing. Letters can be submitted by hand-delivery, email, courier or by post addressed to the Whistle Officer appointed by the Board/Committee. Emails can be sent to the e-mail ID : [compliance@lohiagroup.com](mailto:compliance@lohiagroup.com).
- 7.2 The Complainant shall have the right to access the chairperson of the Committee directly, via their e-mail ID: [rtiorganize@gmail.com](mailto:rtiorganize@gmail.com) in appropriate or exceptional cases, and the chairperson of the Committee is authorized to prescribe suitable direction in this regard, as may be deemed fit.
- 7.3 In responding to anonymous Protected Disclosure, the Company will pay due regard to:

- a. The fairness to any individual named in the anonymous Protected Disclosure;
  - b. The seriousness of the issue raised;
  - c. The credibility of the information or allegation in the Protected Disclosure;
  - d. The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve; it without the assistance and cooperation of the Whistleblower;
  - e. Ensure complete fact-finding; and
  - f. Recommend an appropriate course of action
- 7.4 The Disclosure should contain as much detailed information as possible so that the report can be investigated. Some useful details include:
- a. date, time and location;
  - b. names of person(s) involved, roles and their business group;
  - c. relationship of the Whistleblower with the person(s) involved;
  - d. the general nature of the Whistleblower's concern;
  - e. how the Whistleblower became aware of the issue;
  - f. possible witnesses; and
  - g. other information that the Whistleblower must have to support their report.

## **8 Investigation**

- 8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officer, along with such internal team formed which is best suited to conduct the investigation. If any member of such team formed has a conflict of interest in any given case, then they will recuse themselves and the other members should deal with the matter at hand.
- 8.2 The Whistle Officer may at its discretion consider involving any Investigators for the purpose of investigation.
- 8.3 The decision to investigate taken by the Whistle Officer is by itself not an accusation and will be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- 8.4 All Employees shall have a duty to co-operate with the Whistle Officer or any of the Investigators during investigation. Whistleblowers shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 8.5 All Employees have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by any Employee.
- 8.6 Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. Subject shall have the right to be informed of

the outcome of the investigation and shall be so informed in writing by the Company after the completion of the investigation process.

- 8.7 Everyone involved in the investigation process shall maintain complete confidentiality of the case, during and after the completion of the same. The identity of the Subject shall be kept confidential to the extent possible, given the legitimate needs of the investigation.
- 8.8 Depending on the prevailing circumstances, availability of data and other factors relevant to the Protected Disclosure made, the Company shall provide the Whistleblower with feedback, as appropriate, on the progress and expected timeframes of the investigation.
- 8.9 The investigation shall normally be completed within 90 days of the receipt of the Protected Disclosure, and the said time period is extendable by the Chairman of the Committee, wherever required).

## **9 Investigators**

- 9.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Committee when acting within the course and scope of their investigation.
- 9.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased, both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of high legal and professional standards.
- 9.3 Investigations will be launched only after a preliminary review which establishes that:
  - a. the alleged act constitutes an improper or unethical activity or conduct, and
  - b. allegation is supported by information specific enough to be investigated.

## **10 Decision and Reporting**

- 10.1 If an investigation leads to a conclusion that an improper or unethical act has been committed, the investigation team shall make recommendations for appropriate Disciplinary Action as it may deem fit. Any Disciplinary Action initiated against the Subject, as a result of the findings of an investigation pursuant to this Policy, shall adhere to the applicable disciplinary procedures established by the Company.
- 10.2 The investigation shall be deemed as closed upon conclusion of the inquiry and implementation of recommended Disciplinary Action, if any, which may include recovery proceedings, initiation of legal proceedings, or reporting as required by the Company's policies.
- 10.3 A quarterly report of total complaints received, summary of the findings and the corrective actions taken under the Policy and their outcome shall be placed before the Committee.

## **11 Confidentiality**

- 11.1 The Complainant, Subject, , Whistle Officer, members of the Committee, every officer of the Company tasked with investigation shall maintain confidentiality of all matters under this Policy; discuss the same only to the extent or with those persons as required under this Policy for completing the process of investigations or as required for the purposes of complying with applicable laws; and keep all related documents/papers in safe custody.

- 11.2 All reports and records associated with Disclosures are considered confidential information and access to the same will be restricted. Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

## **12 Protection**

- 12.1 No unfair treatment will be meted out to/tolerated against a Whistleblower on account of them having reported a Protected Disclosure under this Policy. The Company condemns any kind of discrimination, harassment, victimization, retaliation or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further Protected Disclosure(s).
- 12.2 If the Whistleblower or any Employee assisting with the investigation faces any retaliatory action or threats of retaliatory action as a result of making a Disclosure, the Whistle Officer should be informed in writing immediately.
- 12.3 The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.
- 12.4 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment, any abuse of the mechanism under this Policy will warrant Disciplinary Action. Protection under this Policy would not mean protection from disciplinary action in accordance with the rules, procedures and policies of the Company arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention. This will also apply to any Employees, who make false statements or give false evidence during the investigations.

## **13 Retention of Documents**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 07 (seven) years.

## **14 Communication**

This Policy shall be published on the website of the Company.

## **15 Amendment**

The Board reserves the right to amend, suspend or rescind this Policy in whole or in part, at any time without assigning any reason, whatsoever. However, no such amendment or modification will be binding on the Directors and Employees unless the same is notified to the Directors and Employees in writing. Whilst, the Company has made best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad principles under this Policy.